UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549



07082210

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

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OMB Number: 3235-0076 Expires: March 30, 2008 Estimated average burden hours per form......1

SEC U	SE ONLY
Prefix	Serial
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DATE F	RECEIVED

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Name of Offering (check if this is an a	mendment and name has cl	ranged, ai	nd indicate change.)			
Series 1 Preferred Stock Financing						
Filing Under (Check box(es) that apply):	Rule 50	4	☐ Rule 505	☒ Rule 506	☐ Section 4t	€ □ ULOE
Type of Filing:			New Filing		Amendment	
	A. B	ASIC ID	ENTIFICATION I)ATA	Part Sections	こしならが
1. Enter the information requested about	t the issuer		•		13.	Yô.
Name of Issuer (check if this is an ame	ndment and name has char	ged, and	indicate change.)		Aut .	Milit Size
Calpont Corporation					1 July 1	11111 1/ / / /
Address of Executive Offices	(Number an	d Street, 0	City, State, Zip Code	e) Telephone Nu	mber (lincluding Area	Code)
3011 Internet Boulevard, Suite 100	Frisco,	TX 7503	1	(214) 618	-9500 KON 160	A ADDOCTORES
Address of Principal Business Operations	(Number and Street, City, S	State, Zip	Code)	Telephone Nu	ımber (Including Area	Code LUONE 20E
(if different from Executive Offices)						MOLE 1 C ARRED
Brief Description of Business				 		NUV LO ZUI/.
Software development and sales						THOMSON
Type of Business Organization						FINANCIAL
☑ corporation	☐ limited partnership, al	ready for	ned		other (please s	
business trust	☐ limited partnership, to	-			2 other (prease s	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
D dustriess trust	timited partitership, to					
Actual or Estimated Date of Incorporation	or Organization:	_	<u>/Ionth</u> 	<u>Year</u> 2000		
Actual of Estimated Date of incorporation	or Organization.		•	2000	■ Actual	☐ Estimated
Jurisdiction of Incorporation or Organizati	on: (Enter two-letter U.	S. Postal	Service abbreviation	for State:		
		for other	foreign jurisdiction)		DE

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	■ Executive Officer	☑ Director	General and/or Managing Partner
	t name first, if individual)				
Vogel, Jeff	·				·-
	idence Address (Number and Avenue, Broomfield, CO 800	Street, City, State, Zip Code) 21			
Check Box(es) that Apply:	Promoter	Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Las Young, Alan	t name first, if individual)				
Business or Res	idence Address (Number and oulevard, Suite 100, Frisco, T				
Check Boxes that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	General and/or Managing Partner
	t name first, if-individual)			-	· <u> </u>
Fallace, Dave Business or Res	sidence Address (Number and	Street, City, State, Zip Code)			
	. Suite 101, Durango, CO 813	101			
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	☐ General and/or Managing Partner
Full Name (Las Mayes, John	t name first, if individual)				
	idence Address (Number and Dr., Austin, TX 78746	Street, City, State, Zip Code)			
Check Boxes that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☑ Director	General and/or Managing Partner
Full Name (Las Olkkola, Ed	t name first, if individual)				
	sidence Address (Number and Street, Suite 2300, Austin, TX				
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☒ Director	General and/or Managing Partner
Full Name (Las Wimberly, Ellic	t name first, if individual)				
	idence Address (Number and , Suite 101, Durango, CO 813				
Check Boxes that Apply:	Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Las GF Private Equ	t name first, if individual) ity Group, LLC				
	idence Address (Number and , Suite 101, Durango, CO 813	Street, City, State, Zip Code)			
Check Boxes that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner
Full Name (Las	t name first, if individual)	·			
Bennett, Victor					
		Street, City, State, Zip Code)			
5407 Ranger D	rive, Rockwall, TX 75032	-	-	<u> </u>	

Check Boxes that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last	name first, if individu	al)			
Calpont Investor	s Limited Partnership				
Business or Resi	dence Address (Numb	er and Street, City, State, Zip Code)			
c/o ICS Logistics	s, Inc., 2625 W. 5 th Str	reet, Jacksonville, FL 32254			
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last	name first, if individu	al)			
Weber, John					
Business or Resi	dence Address (Numb	per and Street, City, State, Zip Code)			
3011 Internet Bo	oulevard, Suite 100, Fr	isco, TX 75034			
Check Boxes that Apply:	☐ Promoter	☐ Beneficial Owner	■ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last	name first, if individu	al)			
Swette, Timothy					
Business or Resi	dence Address (Numb	er and Street, City, State, Zip Code)			
3011 Internet Bo	oulevard, Suite 100, Fr	isco, TX 75034			

1.	Has the is	suer sold, or d	loes the issue	er intend to				-	; under ULOE	 I.		Yes N	o <u>X</u>
2.	What is th	e minimum ir	vestment th	at will be ac	ecepted from	n any indivi	dual?		***************	,,,	•••••	\$	N/A
3.	Does the o	offering permi	t joint owne	rship of a si	ngle unit?,.	***************************************	***************************************	****************	***************************************	***************************************	••••••	Yes <u>X</u> N	0
4. Non	solicitatio registered broker or	n of purchase	ers in connection and/or with	ction with s a state or s	sales of sec tates, list th	curities in the se name of th	e offering. ne broker or	If a person	to be listed	is an associat	ed person or	agent of a	emuneration for broker or dealer ersons of such a
Full	Name (Las	t name first, i	f individual))							· - ·-		······································
Bus	iness or Re	sidence Addre	ss (Number	and Street.	City, State,	Zip Code)					··		
			<u></u>				<u> </u>						
Nan	ne of Assoc	iated Broker (or Dealer										
State	es in Which	Person Liste	d Has Solici	ted or Inten	ds to Solici	t Purchasers							
(Che	eck "All St	ites" or check	individual S	States)						.		. -	All States
[AL)	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	(FL)	[GA]	{HI]	[IID]
(IL)		[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT	'l	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]		[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	[PR]
Full	Name (Las	t name first, i	f individual)	1									
Bus	iness or Re	sidence Addre	ess (Number	and Street,	City, State,	Zip Code)	·			<u>-</u>			
Nan	e of Assoc	iated Broker o	or Dealer		<u> </u>								
	ic of Assoc	ialed Morel C	n tocalci										
State	es in Whiel	Person Liste	d Has Solici	ted or Inten	ds to Solici	Purchasers							
(Che	eck "Ali Su	ites" or check	individual S	States)									□ All States
[AL)	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]		[או]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT	`}	[NE]	[NV]	[NH]	INII	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]		[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[VA]	[WV]	[WI]	(WY)	[PR]
Full	Name (Las	t name first, i	l individual)	•									
Bus	iness or Res	sidence Addre	ss (Number	and Street,	City, State,	Zip Code)							·
Nan	ne of Assoc	iated Broker o	or Dealer									_	
State	es in Which	Person Lister	d Has Solici	ted or Intend	ds to Solicit	Purchasers							
		ntes" or check											All States
[AL	1	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]		[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT	"]	[NE]	INVI	[NH]	[83]	[NM]	[NY]	[NC]	[ND]	[HO]	[OK]	[OR]	[PA]
[RI]		[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[VA]	[WV]	[WI]	[WY]	(PR)

B. INFORMATION ABOUT OFFERING

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." transaction is an exchange offering, check this box 🛘 and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Type of Security Aggregate Amount Already Offering Price Sold Debt _____ 9,562,232,85* \$ _13,062,234.00* Equity × Common Preferred Convertible Securities (including warrants)..... Partnership Interests..... \$ <u>13,062,234.00</u>* Total 9,562,232.85* Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this * Includes conversion of principal and interest under offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate outstanding promissory notes. the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Aggregate Dollar Amount Investors of Purchases Accredited Investors \$ _____9,562,232.85 0 Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4. if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Security Sold Type of Offering Rule 505..... Regulation A Rule 504..... Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees

 80,000,00

80,000.00

Printing and Engraving Costs

Legal Fees

Accounting Fees

Engineering Fees.....

Total.....

Salaries and fees	of the purposes shown.	s_ s_ s_ s_ s_ s_ s_	9,482,232.85 Payment To Others
If the amount for any purpose is not known, furnish an estimate and check the box to the left of the esti payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question Salaries and fees. Salaries and fees. Purchase of real estate. Purchase, rental or leasing and installation of machinery and equipment. Construction or leasing of plant buildings and facilities. Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger). Repayment of indebtedness. Cother (specify): Column Totals.	mate. The total of the a 4.b above. Payment to Officers. Directors, & Affiliates \$	s_ s_ s_ s_ s_ s_ s_	Others
Salaries and fees	Directors, & Affiliates \$	s_ s_ s_ s_ s_ s_ s_	Others
Salaries and fees	s s s s s s	□ s □ s □ s □ s ■ s ■ s	
Purchase of real estate	\$ \$ \$ \$ \$ \$	□ s □ s □ s □ s ■ s ■ s	
Purchase, rental or leasing and installation of machinery and equipment Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger). Cother (specify): Column Totals.	s s s s s	□ s □ s □ s □ s ▼ s	
Construction or leasing of plant buildings and facilities Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger). Repayment of indebtedness Working capital Other (specify):] s] s] s] s	□ s_ □ s_ □ s_ ▼ s_	
Column Totals. [Construction or leasing of plant buildings and facilities] s] s] s] s	□ s_ □ s_ □ s_ ▼ s_	
Acquisition of other businesses (including the value of securities involved in this offering that may be used n exchange for the assets or securities of another issuer pursuant to a merger)] s] s] s	□ s_ □ s_ × s_	
Repayment of indebtedness [Working capital [Other (specify): [Column Totals [] s] s] s	□ s × s	
Working capital [Other (specify): [Column Totals [C	□ s	x \$	
Other (specify): Column Totals	□ \$		
Column Totals			
Column Totals			
	□ \$		9,482,232.85
•	× \$		
			
D. FEDERAL SIGNATURE		_	
The issuer had duly caused this notice to be signed by the undersigned duly authorized person. If this notice is find undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of non-accredited investor pursuant to paragraph (b)(2) of Rule 502.		-	•
ssuer (Print or Type) Signature		Date	
Calpont Corporation		October	3 /. 2007
Name of Signer (Print or Type) Title y Signer (Print or Type)		·	
leff Vogel Chief Executive Officer			

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

END